



(Registration No.: 197901007949 [52235-K])
(Incorporated in Malaysia)

NOTICE OF 27TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 27th Annual General Meeting ("AGM") of **CME GROUP BERHAD** ("the Company") will be held at Ceria Room, Dorsett Putrajaya, Lot 3 (Lot 3C5) Precinct 3, Wilayah Persekutuan Bandar, 62000 Putrajaya on **Wednesday, 20 March 2024 at 10.30 a.m.** or at any adjournment thereof, for the purpose of transacting the following business:

AGENDA

- AS ORDINARY BUSINESS**
- To receive the Audited Financial Statements for the financial period ended 30 September 2023 and the Reports of the Directors and Auditors thereon. **Please refer to Note 2.**
 - To re-elect the following Directors who retire in accordance with Rule 144 of the Constitution of the Company and who being eligible offer themselves for re-election:
 - Ong Suan Pin **Ordinary Resolution 1**
 - YAM Tengku Besar Tengku Kamil Ismail Bin Tengku Idris Shah **Ordinary Resolution 2**
 - To re-elect the following Directors who retire in accordance with Rule 119 of the Company's Constitution and who being eligible offer themselves for re-election:
 - Dato' Azmil Bin Mohd Zabidi **Ordinary Resolution 3**
 - Tengku Munawirah Putra **Ordinary Resolution 4**
 - To approve the payment of Directors' fees up to an amount of RM180,000 in total from the date of this Annual General Meeting until the conclusion of the next Annual General Meeting. **Ordinary Resolution 5**
 - To re-appoint Messrs Kreston John & Gan as Auditors of the Company for the financial year ending 30 September 2024 and to authorise the Board of Directors to fix their remuneration. **Ordinary Resolution 6**

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following as Ordinary Resolutions:

- WAIVER OF STATUTORY PRE-EMPTIVE RIGHTS OF THE SHAREHOLDERS UNDER SECTION 85 OF THE COMPANIES ACT 2016** **Ordinary Resolution 7**

"THAT approval be and is hereby given by shareholders of the Company to waive their pre-emptive rights, pursuant to Section 85 of the Companies Act 2016 ("the Act") read together with Rule 17 of the Constitution of the Company, to the issuance of new shares of the Company which rank equally with the existing issued shares of the Company.

AND THAT subject to the passing of Ordinary Resolution 8, the Directors be and are hereby authorised to issue any new shares (including rights or options over subscription of such shares) and with such preferred, deferred, or other special rights or such restrictions, whether with regard to dividend, voting, return of capital or otherwise, for such consideration and to any person as the Directors may determine without offering such new shares to the existing shareholders of the Company."
- AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO THE COMPANIES ACT 2016** **Ordinary Resolution 8**

"THAT contingent upon the passing of Ordinary Resolution 7 and subject always to the Act, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to Section 75(1) of the Act to issue and allot shares in the Company from time to time at such price and upon such terms and conditions for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion deem fit, provided always that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being.

AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares to be issued on the Main Market of Bursa Securities.

AND FURTHER THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."
- PROPOSED RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR** **Ordinary Resolution 9**

"THAT approval be and is hereby given to YAM Tengku Besar Tengku Kamil Ismail Bin Tengku Idris Shah, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance 2021."

OTHER ORDINARY BUSINESS

- To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

By Order of the Board

Cheam Tau Chern
Company Secretary
(MIA 18593)
[SSM PC No.: 201908000002]

Klang
20 February 2024

NOTES:

- Participation and Appointment of Proxy**
 - A member entitled to attend and vote at the 27th Annual General Meeting ("AGM") is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
 - The instrument appointing a proxy ("proxy form") shall be in writing under the hand of the member or his attorney duly authorised in writing or, if the member is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
 - Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
 - Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of Section 25A(1) of the SICDA.
 - Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
 - The proxy form must be deposited at the Company's Share Registrar's office, **Boardroom Share Registrars Sdn. Bhd. at Ground Floor or 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia**, not less than 48 hours before the time for holding the AGM or any adjournment thereof, and in default the proxy form shall not be treated as valid.
 - Only members whose names appear in the Record of Depositors as at **13 March 2024** will be entitled to attend the meeting or appoint proxies to attend and/or vote on his/her behalf.
 - Please ensure **ALL** the particulars as required in the proxy form are completed and that the proxy form is signed and dated accordingly.
 - The last date and time for lodging the proxy form is **Monday, 18 March 2024 at 10.30 a.m.**
 - For a corporate member who has appointed a representative instead of a proxy to participate in this 27th AGM, please deposit the **ORIGINAL** certificate of appointment executed in the manner as stated in the proxy form if this has not been lodged with the Company's Share Registrar earlier.
 - It is important that you read the Notification to Shareholders for the conduct of this 27th AGM.
 - Shareholders are advised to check the Company's website at <https://www.cme.com.my/> and announcements from time to time for any changes to the administration of this 27th AGM that may be necessitated by changes to the directives, safety and precautionary requirements and guidelines prescribed by the Government of Malaysia, the Ministry of Health, the Malaysia National Security Council, Securities Commission of Malaysia and/or other relevant authorities.
 - Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Listing Requirements**"), all resolutions set out in the Notice of the 27th AGM will be put to vote by poll.

The authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

As at the date of this Notice, the Company had issued and allotted 14,500,000 new ordinary shares of the Company at an issue price of RM0.0243 per share on 19 January 2024 under a private placement exercise ("**Private Placement**") made pursuant to the 10% general mandate which was approved by the shareholders of the Company at the 26th AGM held on 15 December 2022 and the said mandate will lapse at the conclusion of the forthcoming 27th AGM to be held on 20 March 2024.
- Ordinary Resolution 9 - Proposed Retention of Independent Non-Executive Director**

Pursuant to Practice 5.3 of the Malaysian Code on Corporate Governance published in April 2021, the tenure of an Independent Director should not exceed a term limit of 9 years. Upon completion of the 9 years, an Independent Director may continue to serve on the Board as a Non-Independent Director. If the Board intends to retain the Independent Director beyond 9 years, shareholders' approval must be sought through a two-tier voting process and the Board must provide justifications for the retention.

The proposed Ordinary Resolution 9 is intended to retain YAM Tengku Besar Tengku Kamil Ismail Bin Tengku Idris Shah who has served as an Independent Non-Executive Director of the Company for a term limit of more than 9 years and the Board recommends him to continue to act as Independent Non-Executive Director of the Company.

The NC had assessed the independence of YAM Tengku Besar Tengku Kamil Ismail Bin Tengku Idris Shah and recommend his retention as an Independent Director based on the following key justifications:

 - YAM Tengku Besar Tengku Kamil Ismail Bin Tengku Idris Shah has fulfilled the criteria stated under the definition of Independent Director as defined in the Listing Requirements and he would be able to provide proper check and balance thus bringing an element of objectivity to the Board;
 - His length of services on the Board for a cumulative term of more than 9 years do not in any way interfere with his exercise of objective judgement or his ability to act in the best interest of the Company and he has always actively participated in Board Committee and Board discussions and he has continuously provided an independent view to the Board; and
 - He has exercised due care during his tenure as an Independent Director of the Company and has discharged his duties with reasonable skill and competence and he also possesses vast professional experience and brings the right mix of skills to the Board.

The Board therefore endorsed the NC's recommendation for him to be retained as an Independent Non-Executive Director and will seek shareholders' approval at the forthcoming AGM.

Shareholders' approval for Ordinary Resolution 9 will be sought on a two-tier voting basis.

Explanatory Notes on Ordinary Business

2. Audited Financial Statements for financial period ended 30 September 2023

The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 ("the Act") for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.

3. Ordinary Resolutions 1, 2, 3 and 4 - Re-election of Directors

Rule 144 of the Company's Constitution states that every Director shall be subject to retirement at least once in every three (3) years. A retiring Director shall be eligible for re-election.

Rule 119 of the Company's Constitution states that the Board shall have power at any time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed in accordance with the Constitution. Any Director so appointed shall hold office only until the next Annual General Meeting and shall be eligible for re-election at such meeting. A Director retiring under this Rule shall not be taken into account in determining the Directors or the number of Directors to retire by rotation at such meeting.

In determining the eligibility of the Directors due for retirement to stand for re-election at the forthcoming Annual General Meeting, the Nominating Committee ("NC") had assessed the retiring Directors and was satisfied with the outcome of the fit and proper assessment. The Independent Non-Executive Directors had also provided confirmation of their independence.

The Board had considered the NC's evaluation of the eligibility of the retiring Directors and was satisfied that they will continue to bring their knowledge, experience and skills and contribute effectively to the Board's discussions, deliberations and decisions.

Explanatory Notes On Special Business

4. Ordinary Resolution 7 - Waiver of Pre-emptive Rights under Section 85 of the Act

Pursuant to Section 85 of the Act read together with Rule 17 of the Constitution of the Company, the shareholders have pre-emptive rights to be offered any new shares in the Company in proportion to their existing holdings which rank equally to the existing issued shares of the Company.

The proposed Ordinary Resolution 7, if passed, will mean a waiver of your pre-emptive rights to be offered new shares to be issued by the Company pursuant to Ordinary Resolution 8.

Ordinary Resolution 8 - Authority for Directors to Issue and Allot Shares
The proposed Ordinary Resolution 8, if passed, will empower the Directors of the Company to issue and allot ordinary shares of the Company from time to time, provided that the aggregate number of shares issued pursuant to this resolution when aggregated with the total number of any such shares issued during the preceding 12 months does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being subject to Paragraph 6.03 of the Listing Requirements.

This authority will, unless revoked or varied by the Company at a general meeting, expire at the conclusion of the next Annual General Meeting.

STATEMENT ACCOMPANYING

NOTICE OF 27TH ANNUAL GENERAL MEETING

(PURSUANT TO PARAGRAPH 8.27(2) OF THE MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD)

1. DIRECTORS WHO ARE STANDING FOR RE-ELECTION

The Directors who are offering themselves for re-election at the 27th Annual General Meeting of the Company are as follows:

- Ong Suan Pin, a Director retiring under Rule 144 of the Constitution of the Company.
- YAM Tengku Besar Tengku Kamil Ismail Bin Tengku Idris Shah, a Director retiring under Rule 144 of the Constitution of the Company.
- Dato' Azmil Bin Mohd Zabidi, a Director retiring under Rule 119 of the Company's Constitution.
- Tengku Munawirah Putra, a Director retiring under Rule 119 of the Company's Constitution.

2. DETAILS OF BOARD MEETINGS AND ATTENDANCE OF DIRECTORS

A total of five (5) Board Meetings were held during the financial period ended 30 September 2023.

The number of Board meetings attended by the respective Directors during the financial period is as follows

Name of Directors	No. of meetings attended/held	Percentage of attendance (%)
YM. Tunku Nizamuddin Bin Tunku Dato' Seri Shahabuddin	5/5	100%
Azlan Omry Bin Omar	5/5	100%
Dato' Azmil Bin Mohd Zabidi	2/2	100%
Ong Suan Pin	5/5	100%
YAM Tengku Besar Tengku Kamil Ismail Bin Tengku Idris Shah	5/5	100%
Y.A.D. Dato' Setia Tengku Indera Pahlawan Tengku Putra Alhaj Bin Tengku Azman Shah Alhaj	1/1	100%
Reza Bin Shariffudin	1/1	100%

All Directors have complied with the minimum attendance at Board Meetings as stipulated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad during the financial period under review

3. ORDINARY RESOLUTION ON AUTHORITY TO ISSUE AND ALLOT NEW ORDINARY SHARES IN CME GROUP BERHAD ("CME SHARES")

Details of the general mandate to issue and allot CME Shares pursuant to the Companies Act 2016 are set out in the Explanatory Notes On Special Business of the Notice of the 27th Annual General Meeting.